

DAMORE RICHARD A
Form 4
November 21, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NBGE Manager, LLC

2. Issuer Name and Ticker or Trading Symbol
Proto Labs Inc [PRLB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2012

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O NORTH BRIDGE GROWTH EQUITY, 950 WINTER STREET, SUITE 4600

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

WALTHAM, MA 02454

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/21/2012 | | S | | 1,417,500 | D | \$ 31 3,404,290 |
| Common Stock | | | | | | D | 1,126 |
| Common Stock | | | | | | D | 610 |
| Common Stock | | | | | | I | 585 |

By North Bridge Growth Equity I, L.P. (1)

By Angel

Stock

2011
Dynasty
Trust ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NBGE Manager, LLC C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454 | | X | | |
| ANDERSON EDWARD T C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454 | | X | | |
| DAMORE RICHARD A C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02454 | | X | | |
| NBGE GP, LLC C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 | | X | | |

WALTHAM, MA 02454

NORTH BRIDGE GROWTH EQUITY I LP
 C/O NORTH BRIDGE GROWTH EQUITY X
 950 WINTER STREET, SUITE 4600
 WALTHAM, MA 02454

North Bridge Growth Management, L.P.
 C/O NORTH BRIDGE GROWTH EQUITY X
 950 WINTER STREET, SUITE 4600
 WALTHAM, MA 02454

Signatures

| | |
|---|------------|
| /s/ Julie M. Regnier, Attorney-in-Fact for NBGE Manager, LLC | 11/21/2012 |
| __Signature of Reporting Person | Date |
| /s/ Julie M. Regnier, Attorney-in-Fact for Edward Anderson | 11/21/2012 |
| __Signature of Reporting Person | Date |
| /s/ Julie M. Regnier, Attorney-in-Fact for Richard D'Amore | 11/21/2012 |
| __Signature of Reporting Person | Date |
| /s/ Julie M. Regnier, Attorney-in-Fact for NBGE GP, LLC | 11/21/2012 |
| __Signature of Reporting Person | Date |
| /s/ Julie M. Regnier, Attorney-in-Fact for North Bridge Growth Equity I, L.P. | 11/21/2012 |
| __Signature of Reporting Person | Date |
| /s/ Julie M. Regnier, Attorney-in-Fact for North Bridge Growth Management, L.P. | 11/21/2012 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Represents shares held directly by North Bridge Growth Equity I, L.P. NBGE Manager, LLC ("NBGE") is the managing manager of NBGE GP, LLC, which is the sole general partner of North Bridge Growth Management, L.P., which is the sole general partner of North Bridge Growth Equity I, L.P. NBGE has sole vesting and dispositive power over such shares. Shared voting and investment power over such shares is vested in the managers of NBGE, Edward Anderson and Richard D'Amore. Mr. Anderson and Mr. D'Amore each disclaim any beneficial ownership of such shares, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that any of the reporting persons is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (2) Represents shares held of record by Mr. Anderson.
 - (3) Represents shares held of record by Mr. D'Amore.
 - (4) Represents shares held of record by a trust for the benefit of certain of Mr. Anderson's immediate family members. Mr. Anderson's immediate family member is the trustee of the trust. Mr. Anderson disclaims beneficial ownership of these shares, and the filing of this report is not an admission that Mr. Anderson is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.